

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS

PLEASE TAKE NOTICE that Benesch, Friedlander, Coplan & Aronoff LLP hereby enters its appearance (the “Notice of Appearance”) in the above-captioned case as counsel to The ChildSmiles Group, LLC a/k/a Abra Health (“ChildSmiles”), pursuant to sections 342 and 1109(b) of title 11 of the United States Code, 11 U.S.C §§ 101-1532, Rules 2002, 3017, 9007 and 9010 of the Federal Rules of Bankruptcy Procedure, and Rule 2002-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware. By

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising , LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

this Notice of Appearance, ChildSmiles requests that copies of any and all notices and papers filed or entered in this case be given to and served upon the following:

Jennifer R. Hoover
BENESCH, FRIEDLANDER, COPLAN & ARONOFF LLP
1313 North Market Street, Suite 1201
Wilmington, DE 19801-6101
Telephone: (302) 442-7010
jhoover@beneschlaw.com

-and-

Elliot M. Smith
BENESCH, FRIEDLANDER, COPLAN & ARONOFF LLP
127 Public Square, Suite 4900
Cleveland, OH 44114
Telephone: (216) 363-4500
esmith@beneschlaw.com

PLEASE TAKE FURTHER NOTICE that this constitutes not only a request for service of the notices and papers specified above, but also includes, without limitation, a request for service of all orders and notices of any application, motion, petition, pleading, request, complaint, or demand, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, courier service, hand delivery, telephone, facsimile transmission, telegraph, telex, e-mail, or otherwise.

PLEASE TAKE FURTHER NOTICE that this Notice of Appearance and any subsequent appearance, pleading, filing, claim, or suit is not intended nor shall be deemed to waive the rights of ChildSmiles to: (1) have an Article III judge adjudicate in the first instance any case, proceeding, matter, or controversy as to which a bankruptcy judge may not enter a final order or judgment consistent with Article III of the United States Constitution; (2) have final orders in a non-core case, proceeding, matter, or controversy entered only after an opportunity to object to proposed findings of fact and conclusions of law and a de novo review by a district court judge; (3) trial by

jury in any case, proceeding, matter, or controversy so triable; (4) have the reference withdrawn by the United States District Court in any case, proceeding, matter, or controversy subject to mandatory or discretionary withdrawal; (5) maintain any objection to the jurisdiction and/or venue of the Bankruptcy Court or any other court for any purpose; or (6) assert any other rights, claims, actions, defenses, setoffs, or recoupments to which ChildSmiles is or may be entitled under agreements, in law, or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments expressly are hereby reserved.

Dated: December 26, 2024
Wilmington, Delaware

**BENESCH, FRIEDLANDER,
COPLAN & ARONOFF LLP**

/s/ Jennifer R. Hoover

Jennifer R. Hoover (DE No. 5111)
1313 North Market Street, Suite 1201
Wilmington, DE 19801
Telephone: (302) 442-7010
Facsimile: (302) 442-7012
E-mail: jhoover@beneschlaw.com

-and-

Elliot M. Smith (*Pro Hac Vice* forthcoming)

**BENESCH, FRIEDLANDER,
COPLAN & ARONOFF LLP**

200 Public Square, Suite 2300
Cleveland, OH 44114
Telephone: (216) 363-4500
Facsimile: (216) 363-4588
Email: esmith@beneschlaw.com

*Counsel to The ChildSmiles Group, LLC
a/k/a Abra Health*

CERTIFICATE OF SERVICE

I hereby certify that on December 26, 2024, I caused the foregoing document to be served by electronic means via the Court's CM/ECF system to all parties registered to receive electronic notice in this case.

/s/ Jennifer R. Hoover
Jennifer R. Hoover (DE No. 5111)